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RECORDATION NO. 17892-R FILED 1425

DEC 29 1995 - 1 15 PM

INTERSTATE COMMERCE COMMISSION

ALVORD AND ALVORD
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OF COUNSEL
URBAN A. LESTER

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

December 29, 1995

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two copies of a Memorandum of Master Equipment Lease Agreement (with reference to Lease Schedule No. 817), dated as of December 29, 1995 (the "Memorandum"), a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Memorandum of Master Equipment Lease Agreement, dated as of April 24, 1992, which was duly filed with the Commission under Recordation Number 17892.

The names and addresses of the parties to the enclosed document are:

Lessor: Pitney Bowes Credit Corporation
201 Merritt Seven
Norwalk, Connecticut 06856-5151

Lessee: ConAgra, Inc.
One ConAgra Drive
Omaha, Nebraska 68102

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Mr. Vernon A. Williams
December 29, 1995
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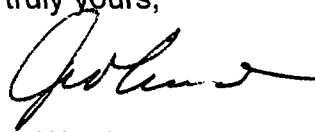
A description of the railroad equipment covered by the enclosed documents is:

Two hundred and fifty-five (255) hopper cars manufactured by Trinity Industries, Inc. bearing CAGX reporting marks and road numbers within the series ~~5066~~ ¹⁰⁰¹ through ~~5095~~ ¹⁷⁵⁸ inclusive, more specifically set forth in Exhibit A attached to the Memorandum.

Also enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bjg
Enclosures

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RECEIVED BY THE COMMERCE COMMISSION

**MEMORANDUM
OF MASTER EQUIPMENT LEASE AGREEMENT**

On the date hereof, the parties hereto entered into that certain Master Equipment Lease Agreement No. 1801174 (the "Lease Agreement") dated as of April 24, 1992, and that certain Lease Schedule No. 817 attached and incorporated by reference thereto, by and between Pitney Bowes Credit Corporation ("Lessor"), having a place of business located at 201 Merritt Seven, Norwalk, Connecticut 06856-5151, and ConAgra, Inc. ("Lessee"), having its principal place of business located at One ConAgra Drive, Omaha, Nebraska 68102, pursuant to which Lessor has leased to Lessee the Equipment described on Exhibit A hereto, subject to the terms and conditions of said Lease Agreement.

IN WITNESS WHEREOF, each of the undersigned pursuant to due corporate authority has caused this Memorandum of Master Equipment Lease Agreement (the "Memorandum") to be duly executed in its respective corporate name by an officer duly authorized and hereby declares pursuant to 28 U.S.C. 1746 under penalty of perjury that this Memorandum is a true and correct document and is effective as of the 29th day of December, 1995.

PITNEY BOWES CREDIT CORPORATION

BY: 

ITS: MICHAEL J. LEYH
Vice President
Credit/Operations

CONAGRA, INC.

BY: 

ITS: Assistant Treasurer - Debt Management

CORPORATE FORM OF ACKNOWLEDGEMENT

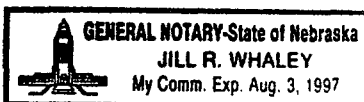
State of Nebraska)
) SS:
County of Douglas)

On this 29th day of December 1995, before me personally appeared Daniel F. Boehle
_____, to me personally known, who being by me duly sworn, says that he/she is the Assistant Treasurer-
Debt Management of ConAgra, Inc., that the seal affixed to the foregoing instrument is the corporate
seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, and he
acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Jill R. Whaley
Signature of Notary Public

My commission expires August 3, 1997

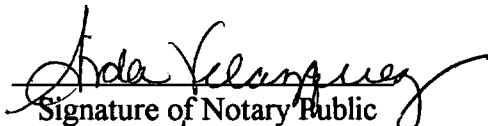
Seal



CORPORATE FORM OF ACKNOWLEDGEMENT

State of Connecticut)
) SS:
County of Fairfield)

On this 29th day of December, 1995, before me personally appeared Michael J. Leyh, to me personally known, who being by me duly sworn, says that he is the Vice President, Credit/Operations of Pitney Bowes Credit Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Signature of Notary Public
Aida Velazquez

My commission expires October 31, 1999

Seal



EXHIBIT A

**Two Hundred and Fifty Five (255) New Trinity 5161 Cubic Foot Covered Hopper Railcars
with Reporting Marx CAGX bearing running numbers shown below:**

1001	1035	1071	1105	1139	1173	1683	1724
1002	1036	1072	1106	1140	1174	1684	1725
1003	1037	1073	1107	1141	1175	1685	1727
1004	1038	1074	1108	1142	1176	1686	1728
1005	1039	1075	1109	1143	1177	1687	1729
1006	1040	1076	1110	1144	1178	1688	1732
1007	1041	1077	1111	1145	1179	1689	1736
1008	1042	1078	1112	1146	1180	1690	1741
1009	1043	1079	1113	1147	1181	1691	1743
1010	1044	1080	1114	1148	1182	1694	1744
1011	1045	1081	1115	1149	1183	1695	1745
1012	1046	1082	1116	1150	1184	1697	1746
1013	1047	1083	1117	1151	1185	1698	1747
1014	1048	1084	1118	1152	1186	1700	1749
1015	1049	1085	1119	1153	1187	1701	1756
1016	1050	1086	1120	1154	1188	1702	1757
1017	1051	1087	1121	1155	1189	1703	1758
1018	1052	1088	1122	1156	1190	1705	
1019	1053	1089	1123	1157	1191	1706	
1020	1054	1090	1124	1158	1192	1708	
1021	1055	1091	1125	1159	1193	1709	
1022	1056	1092	1126	1160	1194	1710	
1023	1057	1093	1127	1161	1195	1712	
1024	1059	1094	1128	1162	1196	1713	
1025	1060	1095	1129	1163	1197	1714	
1026	1061	1096	1130	1164	1198	1715	
1027	1062	1097	1131	1165	1199	1716	
1028	1063	1098	1132	1166	1200	1717	
1029	1065	1099	1133	1167	1676	1718	
1030	1066	1100	1134	1168	1677	1719	
1031	1067	1101	1135	1169	1678	1720	
1032	1068	1102	1136	1170	1680	1721	
1033	1069	1103	1137	1171	1681	1722	
1034	1070	1104	1138	1172	1682	1723	

updated exhibit A

** TOTAL PAGE.003 **